

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	§	
	§	Chapter 11
	§	
NPC INTERNATIONAL, INC., et. al.,	§	Case No. 20-33353 (DRJ)
	§	
Debtors.¹	§	(Jointly Administered)
	§	

**MOTION OF FOURTH ENTERPRISES, LLC FOR ALLOWANCE AND PAYMENT OF
ADMINISTRATIVE EXPENSE CLAIM FOR POST-PETITION SERVICES**

THIS MOTION SEEKS AN ORDER THAT MAY ADVERSELY AFFECT YOU. IF YOU OPPOSE THE MOTION, YOU SHOULD IMMEDIATELY CONTACT THE MOVING PARTY TO RESOLVE THE DISPUTE. IF YOU AND THE MOVING PARTY CANNOT AGREE, YOU MUST FILE A RESPONSE AND SEND A COPY TO THE MOVING PARTY. YOU MUST FILE AND SERVE YOUR RESPONSE WITHIN 21 DAYS OF THE DATE THIS WAS SERVED ON YOU. YOUR RESPONSE MUST STATE WHY THE MOTION SHOULD NOT BE GRANTED. IF YOU DO NOT FILE A TIMELY RESPONSE, THE RELIEF MAY BE GRANTED WITHOUT FURTHER NOTICE TO YOU. IF YOU OPPOSE THE MOTION AND HAVE NOT REACHED AN AGREEMENT, YOU MUST ATTEND THE HEARING. UNLESS THE PARTIES AGREE OTHERWISE, THE COURT MAY CONSIDER EVIDENCE AT THE HEARING AND MAY DECIDE THE MOTION AT THE HEARING.

REPRESENTED PARTIES SHOULD ACT THROUGH THEIR ATTORNEY.

**TO THE HONORABLE DAVID R. JONES,
UNITED STATES BANKRUPTCY JUDGE:**

Fourth Enterprises, LLC (formerly known as Red Book Connect, LLC d/b/a

¹ 1 The “Debtors” in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: NPC International, Inc. (“NPC”) (7298); NPC Restaurant Holdings I LLC (0595); NPC Restaurant Holdings II LLC (0595); NPC Holdings, Inc. (6451); NPC International Holdings, LLC; (8234); NPC Restaurant Holdings, LLC (9045); NPC Operating Company B, Inc. (6498); and NPC Quality Burgers, Inc. (6457). Debtors’ corporate headquarters and service address is 4200 W. 115th Street, Suite 200, Leawood, KS 66211.

HotSchedules) (“HotSchedules”), a creditor in the above-entitled and numbered case, respectfully submits this *Motion for Allowance and Payment of Administrative Expense Claim for Post-Petition Services* (the “Motion”) and requests entry of an order pursuant to 11 U.S.C. §§ 105, 503, and 365 directing the allowance and payment of HotSchedules’ administrative expense claim in the amount of \$779.89. In support of the relief requested, HotSchedules respectfully shows the Court as follows:

I. JURISDICTION

1. Under 28 U.S.C. §§ 157 and 1334, the Court has jurisdiction over the Motion and relief requested herein. Pursuant to 28 U.S.C. §§ 157(b)(2)(A), (B), and (O), this Motion presents a core proceeding.

2. Venue is proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The statutory basis for the relief requested includes 11 U.S.C. §§ 503, 507(a)(2).

II. BACKGROUND

4. On July 1, 2020 (the “Petition Date”), NPC International, Inc. and various related entities (collectively, the “Debtors”) filed a voluntary petition for relief under Chapter 11 of Title 11 of the United States Bankruptcy Code. Prior to the Petition Date, on or about March 5, 2021, HotSchedules and the Debtors entered into an agreement wherein HotSchedules agreed to provide additional shipments of the Debtors’ current books used in the ordinary course of business. Debtors, in turn, agreed to pay HotSchedules the monthly fees and charges pursuant to the agreement for such services.

5. On April 1, 2021, the Court entered a *Notice of (I) Entry of Order Confirming Joint Chapter 11 Plan of NPC International Inc. and Its Affiliated Debtors, (II) Occurrence of Effective Date, (III) Administrative Expense Claim Bar Date, and (IV)*

Driver Claimant Admin Bar Date, which sets forth the deadline of May 17, 2021 for asserting administrative expense claims arising on or before July 1, 2020 and through the effective date. [Doc. No. 1643].

6. Since the Petition Date, and pursuant to the agreement, HotSchedules has continued to supply the current books to the Debtors for use in Debtors' ordinary course of business. Although Debtors have enjoyed the benefit of HotSchedules' services, the Debtors have failed to pay for certain post-petition expenses. As of the date of this Motion, the Debtors owe HotSchedules a total of \$779.89 (the "Administrative Expense Claim"). Attached hereto as **Exhibit A** are true and correct copies of the invoices, dated March 5, 2021 through April 30, 2021, reflecting the amount due and owing to HotSchedules for Debtors' post-petition expenses of the additional books used in their ordinary course of business.

7. HotSchedules reserves the right to seek payment of this post-petition administrative expense amount as well as any additional post-petition administrative expense amount that may come due after July 1, 2020 at a later date.

III. RELIEF REQUESTED AND BASIS FOR RELIEF

8. By this Motion, HotSchedules seeks allowance and payment of \$779.89 as an administrative expense pursuant to § 503(b)(1)(A) of the Bankruptcy Code for services provided to Debtors in the ordinary course of business after the Petition Date.

9. The Bankruptcy Code provides that "the actual, necessary costs and expenses of preserving the estate" are characterized as administrative expenses and are entitled to priority. 11 U.S.C. §§ 503(b)(1)(A) and 507(a)(2). Administrative priority is given to post-petition vendors as an inducement to engage in business transactions with a

debtor's estate. *Matter of TransAmerican Nat. Gas Corp.*, 978 F.2d 1409, 1416, reh'g denied, 983 F.2d 1060 (5th Cir. 1993).

10. A request for payment qualifies as an administrative expense claim pursuant to Section 503 if it arose post-petition and results in a direct benefit to the estate. *In re Jack/Wade Drilling, Inc.*, 258 F.3d 385, 387 (5th Cir. 2001). A debt is incurred on the date that a debtor becomes liable for it or "when . . . a resource is consumed." *Matter of Emerald Oil Co.*, 695 F.2d 833, 837 (5th Cir. 1983). Further, in order for an obligation to qualify as an actual and necessary cost, the obligation: (1) must have arisen from a transaction with the estate; and (2) the goods supplied enhanced the ability of the estate's business to function. *In re TransAmerican Natural Gas Corp.*, 978 F.2d 1409, 1416 (5th Cir. 1992).

11. After the Petition Date, HotSchedules continued to provide post-petition services to the Debtors, as evidenced by the attached invoices. **See Exhibit A.** Because the additional shipments for current books were provided to the Debtors after the Petition Date, the debt is a post-petition debt. Further, the cost of those shipments constitutes an actual and necessary cost of preserving the Debtors' estates, because the additional shipments for current books have allowed the Debtors to continue their operations, generate income during their bankruptcy, and preserve key customer relationships.

12. HotSchedules is therefore entitled, pursuant to § 503(b)(1)(A) of the Bankruptcy Code, to an administrative expense claim in the amount of \$779.89 on account of the additional shipments for Debtors' current books provided by HotSchedules to Debtors after the Petition Date.

13. In addition to requesting an order allowing the Administrative Expense

Claim in the amount set forth herein, HotSchedules also requests that the Court order Debtors to pay the Administrative Expense Claim within ten (10) days of an order granting this Motion. The timing of payment of an administrative expense claim under § 503(b) is a matter within the Court's discretion. *In re NE Opco, Inc.*, 501 B.R. 233, 259 (Bank. D. Del. 2013); *In re Garden Ridge Corp.*, 323 B.R. 136, 143 (Bankr. D. Del. 2005); *In re Mr. Gatti's, Inc.*, 164 B.R. 929, 936 (Bankr. W.D. Tex. 1994).

IV. RESERVATION OF RIGHTS

14. HotSchedules reserves the right to amend or supplement this Motion to assert additional administrative expense claims against the Debtors.

V. NO PRIOR REQUEST

15. No previous motion or request for the relief sought herein has been made to this or any other Court.

VI. CONCLUSION

WHEREFORE, HotSchedules respectfully requests that this Court enter an order (i) allowing HotSchedules' administrative expense claim pursuant to § 503(b)(1)(A) of the Bankruptcy Code with respect to the software subscription and support services in the amount of \$779.89 and (ii) granting HotSchedules such other and further relief as is just and proper.

- INTENTIONALLY LEFT BLANK -

Dated: May 17, 2021

Respectfully submitted,

By: /s/ Sabrina L. Streusand

Sabrina L. Streusand

State Bar No. 11701700

Anh Nguyen

State Bar No. 24079053

STREUSAND, LONDON, OZBURN & LEMMON LLP

1801 S. MoPac Expressway, Ste. 320

Austin, Texas 78746

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Facsimile: (512) 236-9904

streusand@slollp.com

nguyen@slollp.com

**ATTORNEYS FOR
FOURTH ENTERPRISES, LLC**

CERTIFICATE OF SERVICE

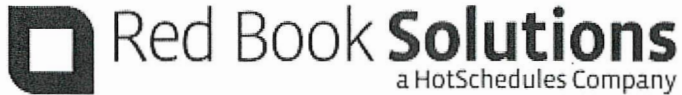
I hereby certify that on May 17, 2021 a true and correct copy of the foregoing document was served on those parties entitled to notice through the Court's Electronic Case Filing System, including, but not limited to, the following:

Alfredo R Perez
Weil Gotshal et al
700 Louisiana, Ste. 1700
Houston, TX 77002

Hector Duran, Jr.
U.S. Trustee
515 Rusk, Ste. 3516
Houston, TX 77002

Stephen Douglas Statham
Office of the US Trustee
515 Rusk, Ste. 3516
Houston, TX 77002

/s/ Sabrina L. Streusand
Sabrina L. Streusand

Thank you for your order.
 Remit to: **Red Book Solutions**
 33270 Collection Center Drive
 Chicago, IL 60693-0332 USA
 800-526-9635 • 303-761-6975
www.redbooksolutions.com
 Located in Englewood, CO
Invoice

Invoice # :	1463137	Due Date :	4/4/2021
Date :	3/5/2021	Cust # :	A7523
PO # :	PreCoreInt Over	Ordered By:	Ryan Eason
Terms :	Net 30	Order # :	2294357

BILL TO:
 Wendy's - NPC Quality Burgers A7523
Attention: AP/Mindy Scholes
 720 W 20TH ST
 PITTSBURG, KS 66762-2844 US
SHIP TO:
 Wendys NPC Quality Burgers A7523
 5065 Sunset Ln
 Ogden, UT 84403-4227 US

Quantity	Description	Disc.	Unit Price	Extended
60	Wendy's-NPC Pre Core Internal Guide-POD-UND00	0 %	\$4.51	\$270.60
1	Freight	0 %	\$127.65	\$127.65

Sub Total: \$398.25

State Taxes:	\$0.00
County Taxes:	\$0.00
City Taxes:	\$0.00
Other Taxes:	\$19.61

Total: \$417.86

 Please log on to www.redbooksolutions.com/my-account to view a copy of your invoice and update all of your account information.

We now offer electronic payments that will be processed using your bank account and routing information. Save time and money with this secure, easy to use payment method. Contact us to get signed up.

Prices subject to change at any time.

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Please include this remittance form with your payment

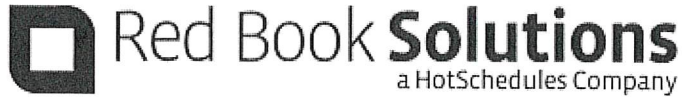
Date : 3/5/2021	Cust # : A7523
PO # : PreCoreInt Over	Ordered By: Ryan Eason
Terms : Net 30	

Invoice # : 1463137
**Remit to:**
Red Book Solutions Remittance
33270 Collection Center Drive
Chicago, IL 60693-0332
Due Date : 4/4/2021

Total Due: \$417.86

Payment Amount Enclosed:

Exhibit A

Thank you for your order.
 Remit to: **Red Book Solutions**
 33270 Collection Center Drive
 Chicago, IL 60693-0332 USA
 800-526-9635 • 303-761-6975
www.redbooksolutions.com
 Located in Englewood, CO
Invoice

Invoice # :	1465792	Due Date :	4/10/2021
Date :	3/11/2021	Cust # :	A7523
PO # :	RHM Training	Ordered By:	Tina Mattis
Terms :	Net 30	Order # :	2294428

BILL TO:
 Wendy's - NPC Quality Burgers A7523
Attention: AP/Mindy Scholes
 720 W 20TH ST
 PITTSBURG, KS 66762-2844 US
SHIP TO:
 Wendys NPC Quality Burgers A7523
 3617 Sprigg St S

Frederick, MD 21704-7908 US

Quantity	Description	Disc.	Unit Price	Extended
1	Wendy's-NPC Core Guide-POD-UND00	0 %	\$7.20	\$7.20
1	Freight	0 %	\$19.46	\$19.46

Sub Total: \$26.66

State Taxes:	\$0.00
County Taxes:	\$0.00
City Taxes:	\$0.00
Other Taxes:	\$0.44

Total: \$27.10

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Prices subject to change at any time.

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Date :	3/11/2021	Cust # :	A7523
PO # :	RHM Training	Ordered By:	Tina Mattis
Terms :	Net 30		

Invoice # : 1465792
**Remit to:**
Red Book Solutions Remittance
33270 Collection Center Drive
Chicago, IL 60693-0332
Due Date : 4/10/2021

Total Due: \$27.10

Payment Amount Enclosed:

Exhibit A

Thank you for your order.



Remit to: **Red Book Solutions**
 33270 Collection Center Drive
 Chicago, IL 60693-0332 USA
 800-526-9635 • 303-761-6975
www.redbooksolutions.com
 Located in Englewood, CO

Invoice

Invoice # : 1468781 Due Date : 5/13/2021
 Date : 4/13/2021 Cust # : A7523
 PO # : 8799,2390,1356 Ordered By: Replace Lost
 Terms : Net 30 Order # : 2299597

BILL TO:

Wendy's - NPC Quality Burgers A7523
 Attention: AP/Mindy Scholes
 720 W 20TH ST
 PITTSBURG, KS 66762-2844 US

SHIP TO:

This order has 3 addresses associated with it.

Quantity	Description	Disc.	Unit Price	Extended
1	Freight	0 %	\$69.82	\$69.82
3	Wendy's-NPC Quality Burgers Inc-MRB-P0421	0 %	\$18.18	\$54.54
3	Wendy's-NPC Quality Burgers Inc-MRB-P0521	0 %	\$18.18	\$54.54
3	Wendy's-NPC Quality Burgers Inc-MRB-P0621	0 %	\$18.18	\$54.54
3	Wendy's-Watch-SP-RBK-Food Safety-Q0221	0 %	\$8.12	\$24.36

Sub Total: \$257.80

State Taxes: \$0.00
 County Taxes: \$0.00
 City Taxes: \$0.00
 Other Taxes: \$19.29

Total: \$277.09

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Prices subject to change at any time.

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Please include this remittance form with your payment

Date : 4/13/2021 Cust # : A7523
 PO # : 8799,2390,1356 Ordered By: Replace Lost
 Terms : Net 30

Invoice # : 1468781



Remit to:

Red Book Solutions Remittance
33270 Collection Center Drive
Chicago, IL 60693-0332

Due Date : 5/13/2021

Total Due: \$277.09

Payment Amount Enclosed:

Exhibit A

Thank you for your order.


 Remit to: **Red Book Solutions**
 33270 Collection Center Drive
 Chicago, IL 60693-0332 USA
 800-526-9635 • 303-761-6975
www.redbooksolutions.com
 Located in Englewood, CO
Invoice

Invoice # :	1469069	Due Date :	5/19/2021
Date :	4/19/2021	Cust # :	A7523
PO # :	11554	Ordered By:	Isaiah Robinson
Terms :	Net 30	Order # :	2299964

BILL TO:
 Wendy's - NPC Quality Burgers A7523
Attention: AP/Mindy Scholes
 720 W 20TH ST
 PITTSBURG, KS 66762-2844 US
SHIP TO:
 Wendy's
 3701 New Bern Ave
 Raleigh, NC 27610-1336 US

Quantity	Description	Disc.	Unit Price	Extended
1	Freight	0 %	\$19.55	\$19.55
1	Wendy's-Watch-SP-RBK-Food Safety-Q0221	0 %	\$8.12	\$8.12

Sub Total: \$27.67

State Taxes:	\$0.00
County Taxes:	\$0.00
City Taxes:	\$0.00
Other Taxes:	\$2.01

Total: \$29.68

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Prices subject to change at any time.

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Please include this remittance form with your payment

Date : 4/19/2021	Cust # : A7523
PO # : 11554	Ordered By: Isaiah Robinson
Terms : Net 30	

Invoice # : 1469069**Remit to:**
Red Book Solutions Remittance
33270 Collection Center Drive
Chicago, IL 60693-0332
Due Date : 5/19/2021**Total Due:** \$29.68

Payment Amount Enclosed:

Exhibit A

Thank you for your order.



Remit to: **Red Book Solutions**
 33270 Collection Center Drive
 Chicago, IL 60693-0332 USA
 800-526-9635 • 303-761-6975
www.redbooksolutions.com
 Located in Englewood, CO

Invoice

Invoice # : 1469564 Due Date : 5/30/2021
 Date : 4/30/2021 Cust # : A7523
 PO # : 533 Ordered By: Charifah Curbean
 Terms : Net 30 Order # : 2302119

BILL TO:

Wendy's - NPC Quality Burgers A7523
 Attention: AP/Mindy Scholes
 720 W 20TH ST
 PITTSBURG, KS 66762-2844 US

SHIP TO:

Wendy's
 1060 Joppa Farm Rd
 Joppa, MD 21085-3604 US

Quantity	Description	Disc.	Unit Price	Extended
1	Freight	0 %	\$19.55	\$19.55
1	Wendy's-Watch-SP-RBK-Food Safety-Q0221	0 %	\$8.12	\$8.12

Sub Total: \$27.67

State Taxes: \$0.00
 County Taxes: \$0.00
 City Taxes: \$0.00
 Other Taxes: \$0.49

Total: \$28.16

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Prices subject to change at any time.

fold and tear at perforation

Please include this remittance form with your payment

Date : 4/30/2021 Cust # : A7523
 PO # : 533 Ordered By: Charifah Curbean
 Terms : Net 30

Invoice # : 1469564



Due Date : 5/30/2021

Total Due: \$28.16

Remit to:

Red Book Solutions Remittance
33270 Collection Center Drive
Chicago, IL 60693-0332

Payment Amount Enclosed:

Exhibit A

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	§	
	§	Chapter 11
	§	
NPC INTERNATIONAL, INC., et. al.,	§	Case No. 20-33353 (DRJ)
	§	
Debtors.¹	§	(Jointly Administered)
	§	

**ORDER GRANTING MOTION OF FOURTH ENTERPRISES, LLC FOR
ALLOWANCE AND PAYMENT OF ADMINISTRATIVE
EXPENSE CLAIM FOR POST-PETITION SERVICES**

This matter is before the Court on the *Motion of Fourth Enterprises, LLC for Allowance And Payment Of Administrative Expense Claim Pursuant to 11 U.S.C. § 503(b)(9)* (the “Administrative Request”) filed by Fourth Enterprises, LLC (formerly known as Red Book Connect, LLC d/b/a HotSchedules) (“HotSchedules”). The Court now finds that sufficient notice of the Motion having been provided under the particular circumstances, and it appearing that no other or further notice need be provided; and the Court having determined the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefore, it is HEREBY ORDERED THAT:

1. The relief requested in the Motion is GRANTED.
2. HotSchedules is allowed a Chapter 11 administrative expense claim in the bankruptcy case of NPC International, Inc. and various related entities (collectively the “Debtors”) in the amount of \$779.89.

¹ 1 The “Debtors” in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: NPC International, Inc. (“NPC”) (7298); NPC Restaurant Holdings I LLC (0595); NPC Restaurant Holdings II LLC (0595); NPC Holdings, Inc. (6451); NPC International Holdings, LLC; (8234); NPC Restaurant Holdings, LLC (9045); NPC Operating Company B, Inc. (6498); and NPC Quality Burgers, Inc. (6457). Debtors’ corporate headquarters and service address is 4200 W. 115th Street, Suite 200, Leawood, KS 66211.

3. Debtors are directed to pay the allowed Chapter 11 administrative expense claim in the amount of \$779.89 within ten (10) days of entry of this Order.

4. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation or interpretation of this Order.

SIGNED this _____ day of _____, 2021.

THE HONORABLE DAVID R. JONES